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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
:
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 11425
(MSX INTERNATIONAL, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and MSX International, Inc. ("MSX") respectfully submit this Joint Stipulation And Agreed Disallowing And Expunging Proof Of Claim Number 11425 (MSX International, Inc.) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS an administrative error occurred during the weeks leading to the Petition Date causing the Debtors to overpay MSX.

WHEREAS MSX filed proof of claim number 11425 against DAS LLC on July 24, 2006, which asserts an unsecured non-priority claim in the amount of \$90,809.43 (the "Claim") for services performed.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject to Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection"), which was filed on April 27, 2007.

WHEREAS on May 17, 2007, MSX filed its Response Of MSX International,

Inc. To Thirteenth Omnibus Objection to Claims (Docket No. 8083) (the "Response").

WHEREAS on August 8, 2007, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and MSX entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC and MSX acknowledge and agree that the Claim shall be disallowed and expunged in its entirety.

WHEREAS pursuant to the Settlement Agreement, MSX acknowledges and agrees to wire an overpayment in the amount of \$447,775.39 to DAS LLC within 10 business days of execution of this Settlement Agreement (the "Overpayment").

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and MSX stipulate and agree as follows:

1. Proof of claim number 11425 shall be disallowed and expunged in its entirety.
2. MSX shall wire the Overpayment to DAS LLC by no later than 10 business days of execution of the Settlement Agreement.

3. MSX's Response to the Thirteenth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 4th day of September 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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